

07076642

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL										
OMB Nur	n <u>ber:</u>	3235-0	076							
Expires:	April	30.200)8							
Estimated	Estimated average burden									
hours per	respons	se <u>1</u>	6.00							
ļ										
SEC	USE O	NLY								
Prefix		Seriel]							
i i		1	1 .							
11 1			1							
DA	TE RECEN	ED								
DA	TE RECEIV	<u> </u>								

Name of Offering (check if this is an amendment and name has changed, and indicate change.)										
Flexible Premium Variable Universal Group Life Insurance Policy-PPL1660										
Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)										
Type of Filing: New Filing Amendment										
A. BASIC IDENTIFICATION DATA										
1. Enter the information requested about the issuer										
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)										
Nationwide Private Placement Variable Account										
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)										
One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111										
Address of Principal Business Operations (Number and Street, City, State, Zip Telephone Number (Including Area Code) Code) (if different from Executive Offices)										
Brief Description of Business										
Variable Insurance Products										
Type of Business Organization										
□ corp oration □ limited partnership, already formed ☑ other (please specify) PROCESSED										
Insurance Company Separate Account										
Year Actual or Estimated Date of Incorporation or Organization Month Year SEP 0 5 2007										
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [O] [H]										

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fire: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

			ATTEN	TION		
appro priate	lle notice in the federal notice ederal notice.	ne appropriate st e will not result i	ates will not result in a in a loss of an available	loss of the federal exe state exemption unless	mption. Conve s such exempti	rsely, faiture to file the on is predictated on the
	respond to the		ormation contained in the	is form are not required t	to respond unles	ss the form displays a
			A. BASIC IDENTIF	ICATION DATA		
● • of	Each promo Each benefic equity securiti Each executi uers; and	cial owner having ies of the issuer. ive officer and di	f the issuer has been org the power to vote or di	ers and of corporate gene	or disposition o	of, 10% or more of a classing partners of partnership
Check E ox(es	s) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (L Alutto, .'osepl	ast name first, n A.	if individual)				
		ress (Number and ambus, OH 4321	Street, City, State, Zip 5	Code)		
Check Elox(es	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (L Brocksmith, J	ast name first, r. James G.	if individual)				
		ress (Number and umbus, OH 4321	Street, City, State, Zip 5	Code)		
Check Flox(es	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (L Eckel, Keith	ast name first, W.	if individual)				
		ress (Number and umbus, OH 4321	Street, City, State, Zip 5	Code)		
Check Elox(es	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
	ast name first, bera, Martha J					
		ess (Number and Imbus, OH 4321	Street, City, State, Zip 5	Code)		

Check Eox(es) that Apply: Promoter Beneficial Owner Executive Officer Director General									
	al and/or ing Partner								
Full Name (Last name first, if individual) Jurgensen, W.G.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
	al and/or ing Partner								
Full Name (Last name first, if individual) Marshall, Lydia M.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
	al and/or ing Partner								
Full Name (Last name first, if individual) McWhorter, Donald L.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)									
B. Information about offering									
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or 	\$100,000 Yes No								
3. Does the offering permit joint ownership of a single unit?	\$100,000 Yes No								
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. 	\$100,000 Yes No								
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Penland, Kirk 	\$100,000 Yes No								
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Penland, Kirk Business or Residence Address (Number and Street, City, State, Zip Code) 6210 Stoneridge Mall Road, Ste. 300, Pleasanton CA 94588 Name of Associated Broker or Dealer 	\$100,000 Yes No								
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Penland, Kirk Business or Residence Address (Number and Street, City, State, Zip Code) 6210 Stoneridge Mall Road, Ste. 300, Pleasanton CA 94588 	\$100,000 Yes No								
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Penland, Kirk Business or Residence Address (Number and Street, City, State, Zip Code) 6210 Stoneridge Mall Road, Ste. 300, Pleasanton CA 94588 Name of Associated Broker or Dealer Multi-Financial Services States in 'Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). AL AK AZ AR CA CO CT DE DC FL GA 	\$100,000 Yes No \[\infty \]								
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Penland, Kirk Business or Residence Address (Number and Street, City, State, Zip Code) 6210 Stoneridge Mall Road, Ste. 300, Pleasanton CA 94588 Name of Associated Broker or Dealer Multi-Financial Services States in 'Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). 	\$100,000 Yes No \[\infty \] All States								

RI	SC	SD	TN	ТХ	UT	VT	VA	WA	wv	WI	WY	PR	
	Full Name (Last name first, if individual) Scherzer, Renee												
Business o	Business or Residence Address (Number and Street, City, State, Zip Code) 1 Beacon St. 22 nd Floor, Boston MA 02108												
Name of A	Name of Associated Broker or Dealer Linsco/Private Ledger												
States in W	hich Perso	on Listed H						······	····		.∏All Sta	ites	
AL	AK	AZ-	AR	CA	СО	СТ	DE	DC	FL	GA	ні	ID	
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО	
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA	
RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR	
Full Name	(Last nam	e first, if in	dividual)	,	. ,					-			
Business o	r Residenc	e Address (Number an	d Street, C	ity, State.	Zip Code)							
* .		Broker or D											
		on Listed Ha							,		. All Sta	ites	
AL	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	HI	ID	
IL	IN	lA	KS	KY	LA	ME	MD	MA	Ml	MN	MS	МО	
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA	
RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR	

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF F	PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \(\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	S
	Equity	\$	\$
	Common Preferred	c	c
	Convertible Securities (including warrants)	<u>\$</u>	3
	r at uterstrip interests	3	3
	Other (Specify: Variable Life Insurance Policy)	\$2,980,681	\$101,122
	Total	\$2,980,681	\$101,122
	Answer also in Appendix, Column 3, if filing under ULOE.	\$2,700,001	W107,122
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount
	Accredited Investors	,	Of Purchases \$101,122
	Non-accredited Investors.	1	\$101,122
	Total (for filings under Rule 504 only). Answer also in Appendix, Column 4, if filing under ULOE.	1	\$101,122
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.		
	·	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		<u>s</u>
	Regulation A		2
	Rule 504		\$
ι.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		\$
	Legal Fees		S
	Accounting Fees		s
	Engineering Fees		\$
	Sales Commissions (specify finder's fees separately)	Ĩ	\$11,882
	Other Evennes (identify)	污	•

	Total		\$11,882
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$2,968,799
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees.	 s	<u></u> s
	Purchase of real estate Purchase, rental or leasing and installation of machinery		LJ\$
	and equipment	□s	
	Construction or leasing of plant buildings and facilities		s
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□s	
	Repayment of indebtedness	□s	□s
	Working capital		s
	Other (specify):	 s	
		 s	s
·	Column Totals		 \$
	Total Payments Listed (column totals added)	s	
	D. FEDERAL SIGNATURE		
is filed under U.S. Securities the issuer to a	s duly caused this notice to be signed by the undersigned duly authorize Rule 505, the following signature constitutes an undertaking by the es and Exchange Commission, upon written request of its staff, the in any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish	to the
Issuer (Print on Nationwide Pour Print of Variable According to 1985)	rivate Placement	Date 8/27/07	
Name of Sign April VanDer	er (Print or Type) Title of Signer (Print or Type) vort Associate Vice President		
	ATTENTION		
[Intent	tional misstatements or omissions of fact constitute federal criminal violati	ons. (See 18 U.S.	C. 1001.)

		E. STATE SIGNATURE								
t.		d in 17 CFR 230.262 presently subject to any of No provisions of such rule?		No ⊠						
	See .	Appendix, Column 5, for state response.								
2.		uer hereby undertakes to furnish to any state adm m D (17 CFR 239.500) at such times as required		e in which this notice is						
3.		The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
	er has read this notification f by the undersigned duly au	and knows the contents to be true and has duly thorized person.	caused this notice to	o be signed on						
Nationy	Print or Type) vide Private Placement e Account	Signature April Van Star	Date,	1/07						
	f Signer (Print or Type) anDervort	Title of Signer (Print or Type) Associate Vice President								
every no	name and title of the signin	g representative under his signature for the state manually signed. Any copies not manually sig or printed signatures.								
·		APPENDIX								

	1			A	PPENDIX				
1	 	2	3			5			
	to not	nded to sell n-accredited tors in State t B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Ту	Disqualificatio under State ULOE (if yes, attach explanation of waiver granted (Part E-Item I				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL					· — · · · · · · · · · · · · · · · · · ·				
AK									
AZ		X	Variable Life Insurance 2,980,681	1	101,122				Ø
AR					*************************************				
CA						<u> </u>			

CO		Ţ .						
CT								
DE		ļ —						
DC								
FL								
GA								
	· 🗂							
ID								
-								
IL			_					
IN								
IA								
KS								
KY								
LA								
ME								
MD								
MA								
MI								
MN								
MS								
MO								
MT								
NE								
NV								
NH								
NJ								
NM								
NY								
NC								
ND								
OH								
OK								
OR								
					-		 	
					A	PPENDIX		
	ì			"T"	1		 	

			r	A	PPENDIX			· 1														
1		2	3			4		5														
	to nor	nded to sell n-accredited tors in State (B-Item I)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Ту	Disqualification under State ULOE (if yes attach explanation owaiver granted (Part E-Item 1																	
State	Yes	No	No	No	No	No	No	No	No	No	No	No	No	No	No	No	es No	_ N	Number of Non-Accredited Investors	Amount	Yes	No
PA					<u></u>		•															
RI					<u> </u>																	
SC																						
SD																						
TN																						
TX		[7]																				

UT		<u> </u>									_	<u> </u>
VT		<u> </u>	Ц.			<u> </u>		ļ				<u> </u>
VA		 	<u>Ц</u>					 				4
WA		 	<u> </u>			 						₩-
WV	-	 	 	-\		 		 				_
WI	┞╞╡	╂	뭐_	- 		 			+			
PR		 -	₩-			 		 				Ħ-
	<u> </u>	 -	<u></u>	l		<u> </u>	L	L		·		<u> </u>
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner												
Full Nan Miller, I			ne firs	t, if individual)								
				dress (Number lumbus, OH 4		et, City, State, Zip	Code)					
Check Eox(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner												
Full Nar. Patterson			e firs	t, if individual)								
				dress (Number lumbus, OH 4		et, City, State, Zip	Code)					
Check B	>x(es)	that /	\pply:	Promote	rī 📗	Beneficial Owner	Executiv	e Officer	Director	General and Managing Pa		
Full Nar Prothro,			ne firs	t, if individual)								
				dress (Number lumbus, OH 4		et, City, State, Zip	Code)					
Check B	sc x(es)	that A	Apply:	Promot	T 📗	Beneficial Owner	Executiv	e Officer	Director	General and Managing Pa		_
Full Nan Shisler,	-		ie firs	t, if individual)								
				iress (Number lumbus, OH 4		et, City, State, Zip	Code)			···		
Check B	lox(es)	that A	\pply:	Promote	ा 🔲	Beneficial Owner	Executiv	e Officer	Director	General and Managing Pa		
Full Nan Shulmate	-		ne firs	t, if individual)								
			e Add	iress (Number	and Stre	et City State Zin	Code One Nat	tionwide P	laza Columb	us OH 43715		

